OLDFIELDS HOLDINGS LIMITED
ANNUAL GENERAL MEETING
21st NOVEMBER 2011

CHAIRMAN'S ADDRESS

Last year my predecessor started his address by stating that the year to June 2010 had been a difficult one for Oldfields Holdings. I am not going to break with that tradition. The year to June 2011 has been very challenging. The company has responded well to these challenges and, whilst it is still very early in the turnaround process, some important milestones have been reached.

Before I comment on our progress thus far and hand you over to Ray Titman, our CEO, for a detailed review of performance, I would like to pay tribute to Chris Hext, the past Chairman of Oldfields, and to acknowledge his contribution to the company. Chris joined Oldfields in July 2001 as an executive director and company secretary. At that time Oldfields had high debt and was trading at significant losses. Chris was part of the team that turned around the situation and repositioned the company for growth. He resigned as an executive in December 2005, remaining on the board as a non-executive director. The company experienced more challenges and in November 2010 Chris was appointed as Chairman of the board and held that position until March 2011 when I was appointed. He remained on the board and assisted with my transition into this role. His advice to me during that time is greatly appreciated as is his great contribution to the company over the years. Chris has played a major role in reshaping Oldfields, and the directors and staff wish to express our thanks for his valuable contribution to the company and our good wishes for his future.

In the year to June 2010 Oldfields traded at a loss of $7.7 million, by June 2011 that loss had been reduced to $2.8 million. This result was after the inclusion of significant restructuring costs and I will ask our CFO, Rob Coleman, to explain how the underlying operations have performed when these costs are excluded from the result. Your directors have determined that no dividend is payable to shareholders at this present time. Cash generated from asset sales has been directed to reducing debt and debt reduction will remain a priority over the coming period.

The company is focusing its efforts on generating a positive cash flow and on strengthening the core business by investing in developing a strong sales pipeline. Some major new customers have been gained. Other important customers, whom Oldfields' had lost, have been regained. Our MD, Ray Titman will give more detail on the operations over the period and also on the trading since the year end.

Ray heads a team of Oldfields' staff that has worked to rise to the challenges of the environment. The company's performance over the past year is a direct outcome of the staff's performance. We are building a team with the capability to take Oldfields into a position of eminence in its core businesses. Over the past year we have had many changes and have farewelled staff who will not be continuing the Oldfields journey with us. We appreciate their contributions. You cannot replace people; you can only fill the gap they leave behind. Filling it wisely so that the company prospers is the best tribute we can pay to the efforts of staff who are no longer with us.

Last year the shareholders voted Chris Giles onto the board. Chris has performed admirably over the past year, both as an executive and as a director. His appointment is a key part of our succession plan.

Oldfields has a small board. We work hard to provide good corporate governance without an excessive cost. Our succession planning and strong shareholder representation on the board mean that we have chosen not to adopt some of the ASX recommended governance practices. Our approach to providing good governance with alternative practices is explained in our annual report. Part of that approach has involved working closely with our auditors, Paul Bull and Greg Bell at PKF. I am pleased that Greg is with us today to answer any questions the shareholders may wish to ask.

Your board believes that a firm foundation for growth has now been established. The challenge is to build upon that foundation at a time when the construction market is not strong and when the household sector is under pressure and possibly not investing in home improvements and renovations with its usual gusto. The outlook is not rosy, but it is not bleak. There is some growth in the household sector and we believe we are positioned to garner a reasonable, and growing, share of that growth.

With that, I would now like to hand over to Ray Titman, who will present a more detailed review of Oldfield's operations, and give an update on trading performance in the first quarter.

CEO Address Annual General Meeting Monday 21st November 2011

Good Afternoon and Welcome to Shareholders

Oldfields as a group has faced a very difficult year with the housing industry generally still in a depressed state. This has been reflected in both the retail business of hardware, paint and outdoor storage products together with scaffolding for the construction sector.

The rebuilding of the Oldfields business continues and the company is proud of a number of our achievements some of which I will detail.

- Distribution gain of 250+ lines into Masters Home Improvements.
- Complete closure of H&O cleaning business with all creditors paid in full
- Closure of loss making retail sheds business
- Sale of 3 properties, Beijing, Archerfield and St Mary's
- Debt reduction of $3.6M to the end of 2011 financial year plus a further $3.6M in the current year
- Reduction of $1.6M in trade creditors
- Rationalisation of Brisbane scaffolding branch network
- Provided capital injection into Indonesian JV to fund growth
- Appointment of Independent Chairperson to the Board of Directors
- Appointment of PKF as company auditors
- Significant improvement in the company's working capital management

There is a lot more work to do, however we believe we have developed a strong foundation for the future, but unfortunately we are impacted by the cyclical nature of the building industry and as such the outlook is unpredictable.

Now I will discuss each of the businesses in more detail.

Paint Applications
The entry to the Hardware Big Shed channel by Masters was delayed until financial year 2011-2012. The first store opened in Melbourne in September with a further four opening in SE Queensland in October. According to press reports:-

- A further two are scheduled by end of January. Woolworths CEO confirmed that there will be a total of 12 stores including the already open stores in the financial year 2011-2012.
- Masters also confirmed the purchase of 100 sites of which 15 have DA approval and they are on target to have 150 stores operating within five years.
- Masters also confirmed that they are trading above budget. Oldfields has in excess of 250 line items ranged in the Masters stores and continues to grow this number with promotional activity.

Mitre 10 Group managed by the Metcash team has taken a more aggressive pricing position and as a result we are now seeing increased sales figures on a store for store basis compared to last year.
During the financial year Mitre 10 arrested their store number decline and have now began a rebuilding phase. We warehouse a large range with the group and are currently working on additional business through an indent programme

The paint specialist market covering both corporate and group stores remains generally flat in the retail channel with small growth in trade paints.
There has been a loss of stores within this channel as small outlets close. These stores have also been affected by the floods and weather events over the past year.

The past year has seen a rationalisation of paint company owned stores with amalgamation of different branded stores coming under one banner.

Sales YTD October are running above last year.

An ongoing marketing campaign to strengthen our Brand awareness continues and new packaging concepts will be introduced to the market for the new year. This will strengthen our offer and visual presence particularly in the retail market.
The stock build up because of the opening of Masters stores is now starting to reduce and strict inventory controls will see this continue.

Cost savings have been achieved within the division with rationalisation resulting in cross training of staff and job sharing.
Further savings have been made in the new financial year and this remains an area of focus.

Scaffolding Division
The Scaffolding division saw the appointment of a new Managing Director, Chris Giles, who commenced with the company in September 2010.

The division has undergone a number of changes over the past 12 months with a rationalisation of the branch network in Brisbane, a number of management changes, and a renewed focus on customer service and working capital management.

The two Brisbane branches of Archerfield and Eagle Farm were merged in June/July 2011, allowing for the divestment of the Archerfield property to reduce debt. The property was sold in May 2011 and proceeds were received in July 2011. The merger has provided the business with more critical mass and efficiencies associated with having a single branch in Brisbane with all resources under one roof in addition to savings from duplicated positions.

There have been a number of changes in the business in terms of management personnel. We appointed a highly experienced manager for our factory in China in February, 2011, in his short time with the company he has significantly improved plant efficiencies, and provided a more professional approach to the way we do business, with improved production planning and inventory management, as well as a stronger focus on product quality.

All members of the scaffold division are focused on providing the highest levels of customer service, and a major emphasis has been placed on this over the past 12 months and this will become one of the key building blocks to growth into the future.

The working capital position of the scaffold division has also improved significantly over the past 12 months. Overdue receivables and inventories have reduced, with a strong emphasis on resolving disputed invoices.

The business was impacted by the overall downturn in the building industry, particularly in the 2nd half of the year where revenues and profit fell below expectations. The hire segment has become very competitive as the market softens, putting pressure on margins.

Inventory adjustments of approximately $639,000 were made in the scaffolding division over the course of the year, adversely impacting the profitability of the division, this was offset to some degree by a reduction in the provision for doubtful debts of approx. $200,000 as disputed invoices were resolved.

The outlook for this year is subdued. Trading year to date October is below last year, but is expected to benefit during the 2nd half of the financial year from proposed changes to OH&S guidelines in a number of states. The Queensland market is showing signs of improvement, with a number of jobs being recently completed associated with the repair work from the floods in January earlier this year.

Oldfields Treco Outdoor storage

Garden shed exports have found resistance in the European markets owing to both the high Australian dollar and the depressed European economy. Treco continues to market Internationally attending the UK Garden Expo to promote sales.

Domestic sales have been on track helped by a more aggressive advertising program by domestic resellers.

The division is currently trading above last year sales.

The addition of imported greenhouses and garden beds will broaden the range in the coming year with several additional product still to be landed. We will continue to search for and source imported products to expand the offer in this channel.

The past year has seen the closure of the loss making retail outlets for sheds and we have been successful in installing private owner/operators into each of these sites. We continue to explore additional cost savings and some further savings have been made within the factory.

We are continuing to broaden our distribution network for outdoor storage with several garden supply groups as well as individual outlets coming on board as resellers.

Pt AceOldfields

Our joint venture in Indonesia, Pt AceOldfields, has been trading flat over the past financial year with export sales to the USA remaining depressed. Some new customers have been established during the year.

Export sales finished higher than the previous year.

The domestic market within Indonesia continues to grow.

Domestic sales finished well up on last year.

The factory has been operating well, but is experiencing cost increases of approximately 11% on locally sourced raw materials and labour costs.

AceOldfields continues to market internationally and domestically.

What of the future?

The experts and forecasters are all telling us the year ahead is going to be tough.

We also believe this and are taking steps to address the tight market.

Already this year we have reduced our overheads and all divisions are in the process of reducing costs.

We have asked Suppliers for cost reductions and negotiations are ongoing.

New sales initiatives together with the maintenance of current accounts, new business from Masters and new scaffold sale customers will assist in reaching targets for the coming year.

Thank you

Ray Titman

2011 Financial Results

This document provides discussion and analysis of Oldfields Holdings Limited financial results for the 12 months to 30 June 2011 as announced to the ASX.

Calculation of Underlying Income

This document refers to and discusses underlying profit to enable analysis of like-for-like performance between periods exclusive of the impact of non-recurring items or discontinued operations.

A reconciliation between statutory and underlying profit is provided on page 3 of this document.

Previous period comparatives

Previous period comparatives presented in the Annual Financial Report and this document recognise the impact of changes in the composition of the business to recognise discontinued operations and assets sold or held for sale. Details of discontinued operations are provided in Note 36 of the Annual Financial Report 30 June 2011.

Abbreviations and Definitions

2010 and FY10:	12 months ended 30 June 2010
2011 and FY11:	12 months ended 30 June 2011
Statutory/Reported: Profit/loss	Profit or loss as defined by International Financial Reporting Standards (IFRS)
Underlying profit:	Profit before recognition of non-recurring items (which includes discontinued operations)
k:	Thousand
m:	Million
n/m:	Not meaningful
Oldfields:	Oldfields Holdings and or its subsidiaries
Company:	Oldfields Holdings and or its subsidiaries
Further Information:	Robert Coleman CFO 0418 411 710

Reconciliation of Statutory and Underlying Profit

The statutory loss of $(3,021)m to shareholders for the 12 months to June 2011 and prior corresponding period , a loss of $(8.65)m both included a number of items considered non-recurring.

Underlying profit for the twelve months to 30 June is calculated as follows:-

Statutory and Underlying Profit

$(000) 12 months to 30 June	2011	2010
Statutory profit (loss) after tax	(3,021)	(8,650)
Non recurring items made up of:		
Scaffold	(555)	(742)
Paint Applications	(57)	(93)
Sheds Retail	(256)	(214)
Shed Holdings (Property)	(462)	(813)
Corporate	(214)	(210)
Consumer products	(20)	(4,600)
Property investment China	(751)	(23)
PT Ace Oldfields (Indonesia JV)	104	-
Underlying NPAT to shareholders	**(810)**	**(1,955)**

The non- recurring items for the 12 months to 30 June 2011 comprise:-

Scaffold items of $(555)k:-

- Excess $(50)k paid on liability claim
- Write off $(93)k of fibreglass scaffold, seats and swing stage motors
- Inventory impairments of $(546)k
- Write back of loan liability held in Scaffold Management Systems $223k
- Other impairments and expenses $(89)k

Paint Application item of $(57)k:-

- Write back of income provided in the year ending 2010, relating to the resumption of land

Shed Retail items of $(256)k:-

- Discontinuance of Sheds Retail stores

Shed Holdings item of $(462)k:-

- Impairment to land and building valuations to market value $(393)k
- Impairment of investments in Sheds Retail and other expenses $(69)k

Corporate Head Office items of $(214)K:-

- Consultancy fees $(164)k
- Severance payment $(50)k

Consumer Product item of $(20)k

- Discontinuance of H & O Products

China Property Investment item of $(751)k

- Loss on disposal of property in Tungshan China $(751)k

PT Ace Oldfields (Indonesia) item of $104k

- Reversal of prior period retrenchment provision $104k

Key Profit and Loss Items

$(000) 12 months to 30 June:	2011	2010	Change
Sales Revenue (net of discounts and rebates)			
- Continuing	17,687	17,903	-1.2%
- Discontinued	2,770	8,285	n/m
Hire Revenue Scaffold	12,901	14,111	-8.6%
Depreciation & Amortisation			
- Continuing	1,191	1,320	-9.2%
- Discontinued	57	224	n/m
Income from Associates			
- Continuing	263	136	+93.4%
- Discontinued	99	67	n/m
Report net borrowing costs	1,733	1,616	+7.2%

Key profit and loss outcomes for the year include:

- Discontinued sales revenue of $2,770k for the period relates to Consumer Products $1,025k and Shed Retail $1,745k
- Continuing income from associates has increased by $127k of which $104k is due to the one off redundancy provision write back.
- Discontinued Income from associates for the period relates to China property investment $87k and Brisbane Garden Sheds $12k.
- Reported net borrowing costs have increased by $117k. The increase is mainly attributable to Oldfields bankers imposing an additional 1.5% in interest.

Cash Flow

$(000) 12 months to 30 June	2011	2010
Net operating cash flows	(1,166)	(984)
Net investing cash flows	1,188	124
Net financing cash flows	2,570	(347)
Cash movement	**2,592**	**(1,207)**

CASH FLOW FROM OPERATING ACTIVITIES

Cash outflows have increased by $182k for the 12 months to June 2011.

Features of operating cash flow results include:

- Payments to Trade and other Payables were made reducing Payables by $1.6m
- Paint applications increased inventory holdings by approximately $600k in preparation to supply Masters stores.

CASH FLOW FROM INVESTING ACTIVITIES

Cash inflows from investing activities has increased by $1,064k for the 12 months to June 2011.

Features of investing cash flow results include:

- Proceeds on disposal of shares in the China property joint venture $1,054k.
- Reduction in payments for businesses acquired of $648k.
- Cash flow from investing activities include proceeds from the sale of inventory that is classified as property, plant and equipment $215k. In future years this will be disclosed as an operating cash flow.

CASH FLOWS FROM FINANCING ACTIVITIES

Cash inflows from financing activities have increased by $2,917k for the 12 months to June 2011.

Features of financing cash flow results include:

- Proceeds from the issue of shares $3,094k (2010:$2,081k)
- Permanent overdraft converted to business banking loan $1000k
- Repayment of borrowing $1,889k

Balance Sheet

$(000) as at end:	2011	2010
Shareholders Equity	2,695	3,164
Cash & cash equivalents	758	317
Inventories	5,122	6,273
Assets held for sale	2,199	-
Receivables	4,304	6,438
Property, plant & Equipment	9,656	13,006
Investment Property	-	2,205
Investments in associates	1,491	2,712
Intangibles	1,120	1,203
Provisions	1,050	1,299
Borrowings	17,938	21,492
Net debt	17,180	21,175

Significant movements during the 12 months to 30 June include:

- Inventories reduced by $1,151k due to reductions in inventory holdings for discontinued operation $928k, Scaffold $673k of which $546k relates to write downs, offset by an increase for Paint Applications and Sheds of $449k. This is attributable to additional inventory holding in preparation for supply to Masters stores.
- Property at St Marys was transferred from investment property to assets held for sale. This property was sold and settled in October 2011.
- Receivables have decreased by $2,134k. This is mainly attributable to discontinued operations $865k and scaffold $1,132k.
- Property, plant and equipment has decreased by $3,350k. Archerfield Queensland property was sold and an unconditional contract was exchanged in April 2011. Discontinued operations also impacted the balance sheet with disposals and write backs of $440k.
- Investments in associates reduced due to the discontinuance of the China property investment property joint venture.
- Borrowings reduced by $3,554k consisting of hire purchase loan reductions $692k, overdraft reductions $1,151K, other loan reductions of $722k and related party debts were forgiven to the value of $989k.